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SURFACE TRANSPORTATION BOARD

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January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8327 Rider 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Ineos Nova LLC
25846 SW Frontage Road
Channahon, Illinois 60410]

A description of the railroad equipment covered by the enclosed document is:

84 railcars within the series SHPX 458601 - SHPX 458690 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. W. Alvord', with a stylized, flowing script.

✓ Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Ineos Nova LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28350 FILED

JAN 06 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

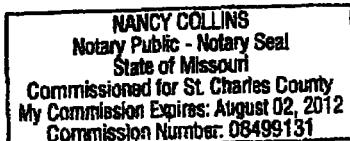
By: 

Name: Brian Evdo

Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public

My commission expires on 8/2/2012

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8327 rider 3 dated 4/16/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458601
	Hopper	SHPX	458602
	Hopper	SHPX	458603
	Hopper	SHPX	458604
	Hopper	SHPX	458605
	Hopper	SHPX	458606
	Hopper	SHPX	458607
	Hopper	SHPX	458609
	Hopper	SHPX	458610
	Hopper	SHPX	458611
	Hopper	SHPX	458612
	Hopper	SHPX	458613
	Hopper	SHPX	458614
	Hopper	SHPX	458615
	Hopper	SHPX	458616
	Hopper	SHPX	458617
	Hopper	SHPX	458618
	Hopper	SHPX	458619
	Hopper	SHPX	458620
	Hopper	SHPX	458621
	Hopper	SHPX	458622
	Hopper	SHPX	458623
	Hopper	SHPX	458624
	Hopper	SHPX	458625
	Hopper	SHPX	458626
	Hopper	SHPX	458627
	Hopper	SHPX	458628
	Hopper	SHPX	458629
	Hopper	SHPX	458630
	Hopper	SHPX	458631
	Hopper	SHPX	458632
	Hopper	SHPX	458633
	Hopper	SHPX	458635
	Hopper	SHPX	458636

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8327 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458637
	Hopper	SHPX	458638
	Hopper	SHPX	458640
	Hopper	SHPX	458641
	Hopper	SHPX	458642
	Hopper	SHPX	458643
	Hopper	SHPX	458644
	Hopper	SHPX	458645
	Hopper	SHPX	458646
	Hopper	SHPX	458647
	Hopper	SHPX	458648
	Hopper	SHPX	458649
	Hopper	SHPX	458651
	Hopper	SHPX	458652
	Hopper	SHPX	458653
	Hopper	SHPX	458654
	Hopper	SHPX	458655
	Hopper	SHPX	458656
	Hopper	SHPX	458657
	Hopper	SHPX	458658
	Hopper	SHPX	458659
	Hopper	SHPX	458660
	Hopper	SHPX	458661
	Hopper	SHPX	458662
	Hopper	SHPX	458663
	Hopper	SHPX	458664
	Hopper	SHPX	458665
	Hopper	SHPX	458666
	Hopper	SHPX	458667
	Hopper	SHPX	458668
	Hopper	SHPX	458669
	Hopper	SHPX	458670
	Hopper	SHPX	458671
	Hopper	SHPX	458672

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8327 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	458673
	Hopper	SHPX	458674
	Hopper	SHPX	458676
	Hopper	SHPX	458677
	Hopper	SHPX	458678
	Hopper	SHPX	458679
	Hopper	SHPX	458680
	Hopper	SHPX	458681
	Hopper	SHPX	458682
	Hopper	SHPX	458683
	Hopper	SHPX	458684
	Hopper	SHPX	458685
	Hopper	SHPX	458686
	Hopper	SHPX	458687
	Hopper	SHPX	458688
	Hopper	SHPX	458690

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/6/2010



Robert W. Alvord